

—LAW OFFICES—
DECOTIIS
DeCotiis, FitzPatrick & Cole, LLP

NEW YORK
NEW JERSEY

GLENPOINTE CENTRE WEST
500 FRANK W. BURR BOULEVARD, SUITE 31
TEANECK, NEW JERSEY 07666

TELEPHONE: (201) 928-1100
TELEFAX: (201) 928-0588
WWW.DECOTIISLAW.COM

DIRECT
RYAN J. SCERBO, ESQ.
RSCERBO@DECOTIISLAW.COM
201.907.5264

August 31, 2015

VIA ELECTRONIC MAIL AND OVERNIGHT MAIL

Steffi-Jo DeCasas
Business Administrator/Board Secretary
Readington Township School District
52 Readington Road
Whitehouse Station, NJ
sdecasas@readington.k12.nj.us

**Re: Readington Township School District
Proposal for Special Energy Counsel Services**

Dear Mrs. DeCasas:

Thank you for the opportunity to present to the Readington Township School Board Green Committee (the "Board") and the opportunity to submit this Proposal to the Board in connection with the Board's interest in pursuing a solar renewable energy program designed to service its facilities. We are pleased to offer the following information concerning the firm and our Green Practice group. We believe our extensive experience with developing and administering renewable energy programs for New Jersey school districts enables us to provide incomparable services to the Board.

DeCotiis, FitzPatrick & Cole, LLP ("DeCotiis") is a firm of approximately seventy (70) attorneys, all of whom are licensed to practice law in the State of New Jersey (the "State") and are in good standing. Our principal office is located in Teaneck, New Jersey. We are dedicated to providing unparalleled legal advice and offering creative strategies for some of the most challenging legal issues in the most efficient manner possible. As a firm, we place a premium on obtaining these objectives while maintaining the highest ethical standards.

DeCotiis' size, combined with the diverse nature of our public sector practice, permits us to offer teams of highly skilled professionals who provide expert legal guidance on matters pertaining to public entities, school contracting law, environmental law and renewable energy, and land use matters. Our attorneys have the talent, experience and diversity to handle virtually any legal issue the Board may encounter,



while providing the Board with the attention, personalized service and commitment it deserves.

I. EXPERIENCE IN THE FIELD

We are pleased to offer the following information regarding the firm's Green practice group. Our attorneys have (i) worked with dozens school districts, and numerous other public entities, across the state in successfully structuring procurement and contracting processes for solar renewable energy opportunities; (ii) are fully versed in the most up to date issues, laws and policies associated with renewable energy, energy efficiency and energy conservation at both the State and federal levels; (iii) on a daily basis track, and are well versed in, new and proposed legislation concerning energy, renewable energy and energy efficiency; and (iv) remain committed to providing quality services at a reasonable cost.

A. Renewable Energy Experience / Knowledge

DeCotiis' Green Practice group draws on the expertise of its best and brightest legal minds from practice groups including tax, finance, environmental, real estate, public procurement and banking to help our clients plan for and implement innovative and unique programs associated with renewable energy, energy efficiency and sustainability. Among the areas in which we counsel clients are:

Renewable Energy – DeCotiis has counseled public and private clients on numerous aspects of solar, wind hydroelectric, waste to energy, landfill gas to energy and biodiesel renewable energy projects including siting, tax credits, project finance, bonds, permitting, pending and adopted legislation mergers and acquisitions, regulation, procurement, renewable energy certificates (wind and biofuels), Solar Renewable Energy Certificates (solar) and other state and federal renewable energy incentives, power purchase agreements and other contractual agreements commonly associated with renewable energy projects.

Sustainable Development – DeCotiis has consulted with public and private clients on aspects of sustainable development including public finance, tax incentives, project acquisition, development and finance, affordable housing, water conservation and reuse and high performance building standards. The Green practice's expertise is applicable to environmentally advanced construction and development projects in which, for example, Leadership in Energy and Environmental Design (LEED), the Federal Energy Star Program and carbon footprint reduction are issues that require resolution. These topics have become increasingly important as government, at all levels, has moved toward adopting building codes that call for greater energy efficiency and strategies to achieve high performance net-zero carbon emitting buildings.

Energy Efficiency – DeCotiis has counseled clients in various aspects of energy efficiency including new construction, retrofitting existing structures, State and federal incentives, tax credits, loans, loan guarantees, and grants. DeCotiis is familiar with, and has counseled municipal and county college clients concerning the implementation of

Energy Saving Improvement Plans. These plans, authorized pursuant to recent amendments to the Local Public Contracts Law allow local governments to issue bonds to finance certain energy efficiency measures (windows, lighting, HVAC, etc.) and pay the debt service with the resulting guaranteed savings. Bond issued pursuant to this program are self funding and are not included as part of the municipality's debt. In addition, DeCotiis has consulted with several clients concerning the construction of energy efficient combined heat and power facilities often referred to as Cogeneration or Cogen facilities and the State and federal incentives, rebates, loans and tax incentives associated with such facilities.

Energy -- DeCotiis has also counseled public clients on aspects of third party energy purchasing, energy aggregation, energy purchase contracts and procurement. Third party energy purchases can yield public entities reduced energy pricing for a specific period of time. Currently, the firm is working with a large municipal client to implement Government Energy Aggregation, which will allow the municipality to purchase energy for its residents at a reduced price below the local utility tariff rate.

DeCotiis has developed all of the procurement, contractual and related documents necessary to implement a solar program to meet the Board's renewable energy goals. These documents represent hundreds of hours of work over the course of a multi-year process associated with the development of individual Power Purchase Agreement procurements. These documents, backed with DeCotiis' knowledge and expertise, will provide the Board with a significant advantage should it decide to choose DeCotiis as special legal counsel.

B. Renewable Energy Policies and Law

DeCotiis has, on numerous occasions, consulted with the Department of Education, Division of Local Government Services, the New Jersey Board of Public Utilities (the "BPU"), the State Comptroller's Office, concerning the procurement of power purchase agreements ("PPA") and various interrelated renewable energy issues, including the inclusion of certain construction-related activities in PPAs, and the BPU's "Public Entity Energy Efficiency & Renewable Energy Cost Savings Guidelines".

As noted, DeCotiis is fully versed in, and continuously monitors, the latest State renewable energy policies, such as the Energy Master Plan and Local Finance Notices ("LFN") issued by the Division of Local Government Services including LFN 2008-20, dated October 30, 2008, *Contracting for Renewable Energy Services*, and LFN 2009-10, dated June 12, 2009, *Contracting for Renewable Energy Services: Update on Power Purchase Agreements*. In fact, LFN 2009-10 was issued by the Local Finance Board following several in depth discussions between our firm and Local Finance Board representatives concerning the issues related to the procurement of renewable energy systems generally. Our firm considers LFN 2009-10 as a major advancement in, and sophistication of, the processes imposed upon local governments for the procurement of renewable energy systems.

In addition, DeCotiis has developed a strong understanding of several amendments to the Public School Contracts Law concerning the utilization of long-term contractual arrangements for the implementation of renewable energy projects and energy efficiency initiatives. Long term contractual agreements such as the ones authorized by these recent changes in law are a pivotal component of all renewable energy projects. While these long term agreements allow for the implementation of a renewable energy program, it is the contents of these agreements that will make the difference between a successful and unsuccessful program.

II. STAFFING PLAN

Ryan J. Scerbo – Mr. Scerbo serves as the head of the firm's Green Practice group. Mr. Scerbo has assisted county entities, school districts, municipalities and local sewer and water authorities to obtain long-term, inexpensive renewable energy with no upfront investment through power purchase agreements. Mr. Scerbo is experienced in renewable energy regulatory structures in New Jersey as well as several other states, and has utilized this knowledge to assist clients in evaluating the pros and cons of renewable energy projects.

Attached hereto please find Mr. Scerbo's Bio.

III. REFERENCES

Christina Sharkey, Business Administrator/Board Secretary
North Warren Regional School District
10 Noe Road
Blairstown, NJ 07825
(908) 362-8384
CSSharkey@NorthWarren.org

Ed Zalewski
Business Administrator
Warren County Technical School
1500 Route 57
Washington, NJ 07882
zalewski@wctech.org

IV. TASKS & FEE SCHEDULE

a. Project Description

As we understand it, the Board is interested in procuring a combination of ground-mounted and roof mounted solar renewable energy project for its facilities. We would assist the Board and its consultants in the development, issuance, and administration of a competitive procurement under the competitive contracting provisions of the Public Schools Contract Law (N.J.S.A. 18A:18A-4.1(k)). Once

proposals are received, we would also assist in the review and evaluation of the proposals as well as the development and issuance of an evaluation report as required pursuant to law. Lastly, our firm would assist in the finalization of a power purchase agreement ("PPA"), and related contracts, between the Board and the selected solar developer.

The Board requested that we provide the following task by task not-to-exceed budget for our services:

<u>Tasks</u>	<u>Budget</u>
1. Development and Administration of the RFP including obtaining approval from the State Comptroller.....	\$7,500
2. Evaluation of Proposals.....	\$12,000
3. Development and execution of contracts.....	\$15,500
4. Minimal budget for after contract amendments and project approvals	\$ 5,000
Total.....	\$40,000

To reiterate, the selected solar developer will be required to reimburse the Board for all costs noted in the above referenced budget. DeCotiis, would bill the Board hourly for its services and to the extent our billings are less than the above referenced budget, the remaining funds are the Boards to do with as they wish.

b. Fees

We propose a blended hourly rate of \$175.00 per hour for attorneys and \$80.00 per hour for paralegals/legal assistants. We would require reimbursement at cost for expenses incurred for duplication, filing fees, court reporters and other reasonable out-of-pocket expenses advanced and/or incurred, and reimbursement for direct charges including disbursements that are actual expenses incurred in connection with such legal services, and shall include, but not be limited to:

- a. Telegrams, faxes and long distance (Out-of-State) telephone calls;
- b. Payment of filing fees, application fees, review fees and similar charges;
- c. Computer expenses including time and proprietary program charges;
- d. Outside printing, reproduction, binding, collating and other graphic services;
- e. Messenger service, postage and handling of drawings and specifications, reports, contracts and other bulky items.

CONCLUSION

We believe that our firm can bring an unequaled amount of knowledge and experience in providing these specialized legal services to the Board, garnered from our work in similar programs. We have presented renewable energy concepts and approaches to school districts, local governments, State and county officials, and the

public, and we are prepared to discuss the benefits and issues with any party the Board would so choose. We are committed to providing quality legal services to the Board at a reasonable cost, and thank you for your consideration of our Proposal.

If you have any questions, please do not hesitate to contact me at (201) 907-5264.

Very truly yours,

DeCotiis, FitzPatrick & Cole, LLP

By: 

Ryan J. Scerbo, Esq.

RYAN J. SCERBO

ATTORNEY AT LAW

Ryan Scerbo is a partner in the Teaneck office of DeCotiis. He joined DeCotiis in 1999 and became a partner in 2003. He is a member of the Environmental Law and Green practice groups.

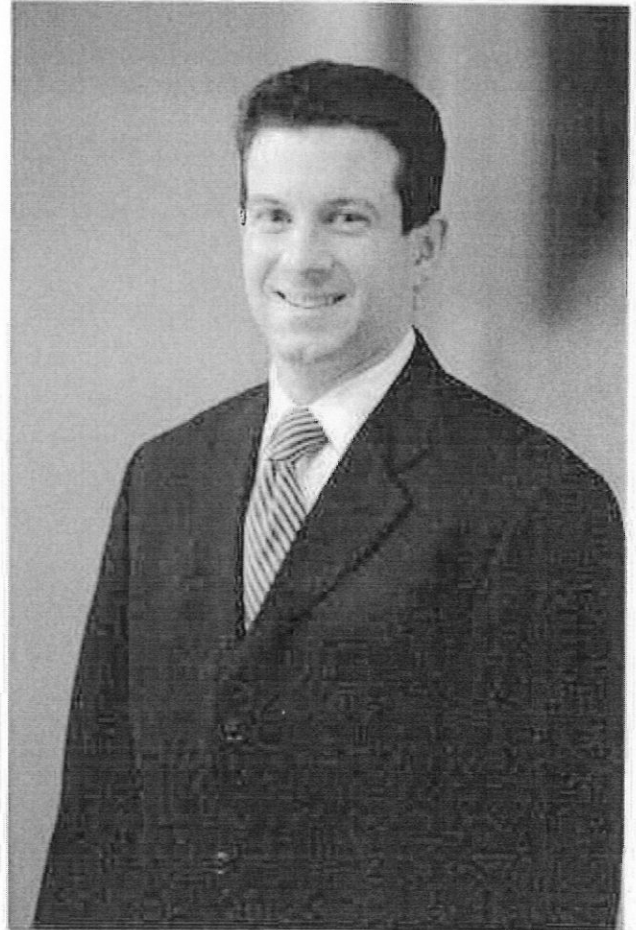
For the past 12 years, Mr. Scerbo has represented large public clients specializing in wastewater treatment, drinking water treatment and supply, and transportation, as well as large-scale private developers focusing on retail, golf, residential, resort and hotel development. Mr. Scerbo has assisted clients in applying for, and complying with, numerous types of state, Federal and local permits and approvals as well as unique land acquisition issues.

Mr. Scerbo's practice includes energy and renewable energy development, water supply permitting, flood hazard area permitting, freshwater wetlands permitting, coastal permitting, air permitting, dam safety permitting, historic preservation and wastewater permitting. He represents clients in Administrative Appeals before the Office of Administrative Law concerning permit appeals and permit enforcement actions taken by regulatory entities. Mr. Scerbo assisted the New Jersey Turnpike Authority in obtaining 14 state and Federal permits and approvals for the widening of the Garden State Parkway between Interchange 30 and Interchange 80 and the construction of two new bridge spans over the Bass and Mullica Rivers.

Mr. Scerbo has also advised the New Jersey Turnpike Authority on issues related to the design and permitting of the widening of the New Jersey Turnpike from Interchange 6 to Interchange 9. Mr. Scerbo, as the firm's lead attorney for this \$2.75 billion project, worked closely with the Authority and its professional consultants to obtain multiple state permits and over 350 parcels of additional right of way, including Preserved Farmlands, Green Acres Property, and state-owned lands.

Most recently, Mr. Scerbo has also been active in the development of the firm's Green Practice Group. Working with several large county clients, Mr. Scerbo has assisted in the development of several significant county-wide renewable energy project programs. These programs, the first of their kind in New Jersey, will allow county entities, school districts, municipalities and local sewer and water authorities to obtain long-term, inexpensive renewable energy with no upfront investment. Mr. Scerbo is experienced in renewable energy regulatory schemes in New Jersey as well as several other states, and has utilized this knowledge to assist clients in evaluating the pros and cons of renewable energy projects.

Mr. Scerbo has also worked with several boards of education and municipalities to provide privately financed solar power purchase agreements. In addition, Mr. Scerbo has assisted clients in the development of renewable energy projects located on federal installations



DECOTIIS
DeCotiis, FitzPatrick & Cole, LLP

RSCERBO@DECOTIISLAW.COM

Phone: 201.907.5264

Fax: 201.928.0588

Glenpointe Centre West
500 Frank W. Burr Boulevard, Ste.31
Teaneck, NJ 07666
United States of America

RYAN J. SCERBO

ATTORNEY AT LAW

within and outside of New Jersey. To date, Mr. Scerbo has been involved in the procurement, financing and development of 75 Mega-watts of solar renewable energy.

Mr. Scerbo has co-authored the following articles regarding renewable energy related topics:

"Environmental Law Turning Toward the Sun", New Jersey Law Journal (July 2011)

"Local Renewables: An emerging Model for Green Power", Public Utilities Fortnightly (March 2010)

"Public-Private Partnership for Renewable Energy: A Case Study" New Jersey Law Journal (March, 2010)

"A Renewable Approach To State-Imposed RPS," Law360, New York (February, 2010)

"Renewables Portfolio Standards: the Key to Advancing Renewable Energy," Bloomberg Law Reports – Sustainable Energy (December, 2009)

"Local Government Financing Options for Solar Projects: A Look at Power Purchase Agreements in New Jersey," Bloomberg Law Reports – Sustainable Energy (Vol. 2, No. 11, November, 2009)

"Regional Renewable Energy; A County Shares the Light with Local Governments," New Jersey Municipalities (November, 2009)

Representative Projects:

Somerset County Renewable Energy Program – Mr. Scerbo was the lead attorney for the procurement of this 7.6 MWs public-private solar development partnership that provides low cost renewable energy to 15 municipalities and school districts generating a 15 year savings for these local governments of over \$13 million.

Ft. Knox Renewable Energy – Mr. Scerbo assisted a private client in the contracting, financing and development of a 2.3 Mega-watt solar project serving the Ft. Knox installation.

The New Jersey Turnpike Authority – Widening of Garden State Parkway from Mile Post 30 to Mile Post 80 – This \$800 million project consisted of the design and permitting of a third travel lane and shoulders northbound and southbound on the Garden State Parkway between South Toms River and Somers Point, equivalent to over 100 lane miles, as well as the construction of new bridge crossings over the Mullica and Bass Rivers. Mr. Scerbo, as the firm's lead attorney for this project, worked closely with the Authority and its professional consultants over three years to obtain 14 State and Federal permits and approvals from nine State and Federal regulatory agencies, and multiple parcels of new right of way.

Golf Course/Resort Facility Water Allocation Permit – Mr. Scerbo, working closely with the client and its project team, assisted in obtaining one of New Jersey's largest groundwater Water Allocation Permits. The permit provided the client with authority to utilize enough water to allow a full build-out of the client's phased development of over 1,500 housing units located at its site in Sussex County.

Mr. Scerbo received his B.S. in Environmental Management from the University of Rhode Island in 1996. He was awarded his J.D. by Pace University Law School in 1999. He is a New Jersey native and lifetime resident.

Bar Admissions: New Jersey (2000) and New York (1999)